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SUPPLEMENT TO SECURITY AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Agreement made in Washington, D.C. on April 16, 1975 between National Railroad Passenger Corporation ("Amtrak"), having its principal place of business at 955 L'Enfant Plaza North, S.W., Washington, D.C. 20024, and the Deputy Federal Railroad Administrator ("Administrator") of the United States Department of Transportation, Washington, D.C., witnesseth:

WHEREAS, the Administrator has guaranteed certain obligations of Amtrak issued to the Federal Financing Bank under Note No. Amtrak-4, dated as of April 16, 1975, a copy of which is attached hereto as Exhibit A, and from time to time guarantees obligations of Amtrak pursuant to section 602 of the Rail Passenger Service Act ("the Act");

WHEREAS, the Administrator and Amtrak entered into a Security Agreement dated as of January 29, 1975, a copy of which has been recorded with the Interstate Commerce Commission ("ICC") under recordation number 6690-J, as amended by an Amendment to Security Agreement dated as of March 20, 1975, a copy of which has been recorded with the ICC under recordation number 6690-M, such Security Agreement as amended hereinafter referred to as "the Agreement"; and

WHEREAS, section 9(e) of the Department of Transportation Act and section 102(2) of the Act authorize the Secretary of Transportation (the "Secretary") to delegate and redelegate his authority;

The Administrator, acting as the Secretary's delegate, and Amtrak hereby agree to supplement and clarify the Agreement by providing the following definitions:

(1) "'Unsecured obligation' as used in section 5 herein shall mean any obligation or any part thereof for the discharge of which the delegate has no security by any agreement except this Agreement."

(2) "'Option to make unsecured payment', as used in sections 3 and 7 herein, shall mean option or duty to make any payment pursuant to any unsecured obligation."

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

Attest:

William N. Smith

By:

Don X. Bragier

Seal:

DEPUTY FEDERAL RAILROAD ADMINISTRATOR

Attest:

Christopher S. Muffitt
Counsel, FRA

By:

Joseph A. Hall

City of Washington)
) ss:
District of Columbia)

On this 16th day of April, 1975, before me personally appeared Asaph H. Hall, to me personally known, who being by me duly sworn, says that he is the Deputy Administrator of the Federal Railroad Administration, that said instrument was validly signed on behalf of said Administration, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Administration.



Notary Public

My Commission expires: my Commission Expires April 30, 1977

City of Washington)
) ss:
District of Columbia)

On this 16th day of April, 1975, before me personally appeared Allen R. Brazier, to me personally known, who being by me duly sworn, says that he is President of National Railroad Passenger Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was validly signed and sealed on behalf of said Corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Patricia A. Squillacini
Notary Public

My Commission expires: August 31, 1978